

WERNER ENTERPRISES, INC.
ENVIRONMENTAL SOCIAL AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

I. PURPOSE

The primary functions of the Environmental Social and Governance (“ESG”) Committee (the “Committee”) are to: (i) support and oversee the policies of Werner Enterprises, Inc. (the “Company”) relating to environmental, social, corporate social responsibility, sustainability and public policy matters relevant to the Company; (ii) to work closely with the other Committees established by the Board of Directors (the “Board”); (iii) assist the Senior Leadership Team of the Company in setting general strategy relating to ESG matters and provide oversight to the Company’s underlying ESG programs and policies. The Committee’s duties and responsibilities are more specifically enumerated in Section V. of this Charter.

II. COMPOSITION

The Committee shall be comprised of three (3) or more directors as determined by the Board, each of whom shall satisfy the independence requirements of Nasdaq Stock Market, Inc. and any other applicable regulatory requirements.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or until their successor shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. No member of the Committee may be removed except by a majority vote of the independent directors of the Board then in office.

III. MEETINGS

The Committee shall meet at least annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee shall meet at least annually with the ESG Employee Taskforce Team. Meetings of the Committee may be called by the Chairman of the Board or any member of the Committee. The Committee may invite any officer or employee of the Company or any external, legal or other advisors to attend its meeting to present pertinent information to the Committee, as it deems appropriate.

The Committee shall keep written minutes of its meetings and such minutes shall be maintained with the books and records of the Company.

IV. RESOURCES

The Committee shall have the authority to retain and compensate such outside counsel, experts, and other advisors as it determines appropriate to assist in the full performance of its functions. The

Committee shall also have the authority to conduct or authorize investigations into any matters within its scope of responsibilities and shall have the authority to retain and compensate outside advisors to assist it in the conduct of any investigation.

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee, to present pertinent information or to meet with any members of, or consultants to, the Committee.

The Committee shall determine the extent of funding necessary for payment of compensation to any consultants retained to advise the Committee.

V. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the ESG Committee shall be as follows:

1. Assist in setting the Company's general strategy and priorities with respect to ESG, and to consider and recommend policies, practices and disclosures that fit with such strategies and priorities;
2. Provide input to the Company's reporting and disclosure obligations with respect to ESG matters;
3. Consider current and emerging ESG trends that may affect the business, operations, performance or public image of the Company and recommend to the Board policies, programs, and strategies concerning such trends and issues including but not limited to sustainability, climate change, environmental protection, corporate responsibility, human rights, diversity and inclusion, and the support of charitable organizations;
4. Periodically report to the Board on ESG objectives as well as progress on ESG matters that may impact the business, operations, performance or public image of the Company;
5. Establish systems, as necessary and appropriate, to monitor ESG matters;
6. Review and assess internal ESG KPIs annually and recommend any proposed changes for approval;
7. Advise the Company on stockholder proposals and other significant stakeholder concerns relating to ESG matters;
8. Meet at least annually with the ESG Employee Taskforce Team in order to become familiar with the nature of the operations and review relevant objectives, procedures and performance with respect to ESG matters;
9. Play an active role in the creation and/or review of a periodic Corporate Responsibility Report and provide insights, information and relevant data and feedback;
10. Identify and assess ESG risks and opportunities and present the Committee's findings to the Board and company management;
11. Be involved with internal and external communications with employees, investors, and stakeholders relating to the Company's ESG policies and programs, as necessary;
12. Review and assess this Charter annually and recommend any proposed changes for approval; and
13. Perform such other activities consistent with this Charter, the Company's By-Laws and governing law, as the Committee or the Board deems necessary or appropriate.